

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
MARK E. FELGER (MF9985) JERROLD N. POSLUSNY, JR. (JP7140) COZEN O'CONNOR LibertyView, Suite 300 457 Haddonfield Road Cherry Hill, NJ 08002 (856) 910-5000 Proposed Attorneys for the Debtors	
In re: <u>SHAPES/ARCH HOLDINGS L.L.C., et al.</u> , Debtors.	Case No. 08- Judge: Chapter: 11

Recommended Local Form: Followed Modified

**CERTIFICATION OF PROFESSIONAL IN SUPPORT OF
APPLICATION FOR RETENTION OF PROFESSIONAL**

I, Jerrold N. Poslusny, Jr., being of full age, certify as follows:

1. I am seeking to be retained as attorneys for Shapes/Arch Holdings L.L.C. (“Shapes/Arch”), Shapes L.L.C. (“Shapes”), Delair L.L.C. (“Delair”), Accu-Weld L.L.C. (“Accu-Weld”) and Ultra L.L.C. (“Ultra”, and with Shapes/Arch, Shapes, Delair and Accu-Weld, collectively, the “Debtors”).

2. My professional credentials include: I am an attorney admitted to practice in Maryland (admitted in 1998) and New Jersey (admitted in 1999). I am also admitted to practice law before the United States District Courts for the Districts of Maryland and New Jersey (admitted in 1999), as well as the United States Court of Appeals for the Third (admitted in 2006) and Fourth Circuits (admitted in 1999).

3. I am a member of the firm of: Cozen O'Connor, with offices located at LibertyView, Suite 300, 457 Haddonfield Road, Cherry Hill, New Jersey.

4. The proposed arrangement for compensation, including hourly rates, if applicable, is as follows: Subject to Court approval, CO will seek compensation based upon its customary hourly rates in effect from time to time as set forth below, plus reimbursement of actual, necessary expenses incurred by CO. CO has received a retainer of \$180,227.67 on account of the services which it anticipates rendering to the Debtors pursuant to this engagement. The retainer is being held as an "evergreen" retainer to be applied against amounts due under CO's final fee application. The attorneys and assistants who will be responsible for the representation of the Debtors and their current hourly rates are as follows:

Arthur J. Abramowitz (member)	\$580 per hour
Mark E. Felger (member)	\$525 per hour
Jerrold N. Poslusny, Jr. (member)	\$375 per hour
Debbie Reyes (paralegal)	\$195 per hour
Maryann Millis (paralegal)	\$185 per hour

These hourly rates are CO's hourly rates for work of this nature and are subject to periodic adjustments to reflect economic and other conditions. Other attorneys employed by CO may, from time to time, serve the Debtors in connection with these cases.

5. To the best of my knowledge, after reasonable and diligent investigation, my connection with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, is as follows:

None

Describe Connection:

6. To the best of my knowledge, after reasonable and diligent investigation, the connection of my firm, its members, shareholders, partners, associates, officers and/or employees with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

- None
- Describe Connection: For over ten years, CO has represented the Debtors as their general corporate counsel.

Sandra A. Bloch, a shareholder of CO, was one of five voting trustees of Ben LLC, the parent company of Shapes until she resigned approximately 60 days before the Petition Date. Ms. Bloch was never called upon to vote in her capacity as voting trustee and has no interest in any of the Debtors.

During the one-year period prior to the Petition Date, CO has received from the Debtors fees of \$368,160.40. As of the Petition Date, CO is not owed any amounts from the Debtors for services rendered. CO has performed a preference analysis and believes that a preference claim does not lie against the firm based upon payments made to the firm within 90 days of the Petition Date. CO will share its analysis with the US Trustee upon request.

7. To the best of my knowledge, my firm, its members, shareholder, partners, associates, officers and/or employees and I (check all that apply):

- does not hold an adverse interest to the estate.
- does not represent an adverse interest to the estate.
- is a disinterested person under 11 U.S.C. § 101(14).
- does not represent or hold any interest adverse to the debtors or the estates with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

Other; explain: From time to time, CO may represent, or may have represented the Debtors' account debtors, creditors or interest holders of the Debtors in matters unrelated either to the Debtors' cases or to those entities' transactions or dealings with the Debtors. CO has conducted a thorough conflict check and has identified the general unsecured creditors of the Debtors for which CO has active matters (the "CO Client") which is attached as Exhibit "A". CO has received less than 1% of its 2007 revenue from the CO Clients and does not expect that it will receive more than 1% of its 2008 revenue from any of the CO Clients. CO also represents affiliates of Textron Financial Corporation ("Textron"), a secured creditor of the Debtors, in unrelated matters. Textron has issued a written waiver of any actual or potential conflict. CO's conflict check is on going and CO reserves the right to supplement this Affidavit, in the event a potential conflict is discovered.

CO has not undertaken any representation of the CO Client in a matter that relates to the Debtors in any fashion. In the event of a dispute with a CO Client, the CO Client will engage another counsel and CO will seek the appointment of alternate counsel, such as special counsel to represent the Debtors in resolution of the dispute or claim.

8. If the professional is an auctioneer,

A. A surety bond in accordance with D.N.J. LBR 2014-1(B)(2) is attached.

Yes No

B. My qualifications and previous experience as an auctioneer include:

C. Have you or any member of your firm ever been convicted of any criminal offense, other than motor vehicle violations? Yes No

9. If the professional is an auctioneer, appraiser or realtor, the location and

description of the property is as follows:

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Date: March 16, 2008

/s/ Jerrold N. Poslusny, Jr.

Signature of Professional

Jerrold N. Poslusny, Jr.

Name of Professional\

Schedule "A"
Present and Former Clients of Cozen O'Connor

General Unsecured Creditors

Hess Corporation

Line Systems, Inc.

PECO Energy

Insurance Carriers

Amerihealth

Argonaut Insurance Company

Sentry Insurance